Rules of Association

Community Living Association Inc

2026

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Community Living Association Inc

Rules of Association

1. Name

The name of the Association is Community Living Association Inc.

2. Definitions and interpretation

2.1 Definitions

In these rules, unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

ACNC Commissioner means the Commissioner of the ACNC for the purposes of the ACNC Act.

Act means the *Associations Incorporation Act 2015* (WA).

Annual General Meeting means a meeting convened under rule 17.1(a).

Appealing Member has the meaning given to that term in rule 8.2(a).

Association means the association referred to in rule 1 being Community Living Association Inc.

Associate Member means a member admitted to membership of the Association under rule 6.3 and the term **Associate Membership** has a corresponding meaning.

Auditor means the auditor, if any, of the Association appointed under rule 20.

Business Day means a day which is not a Saturday, Sunday or public holiday in Perth, Western Australia.

Board means the management committee of the Association established under rule 10.

Board Meeting means a meeting of the Board.

Commissioner means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy-Commissioner of Taxation for the purposes of the ITAA97.

Contribution means:

(a) a contribution of money or property as described in item 7 of the table contained in section 30-15 of the ITAA97 in relation to a fundraising event; or

(b) a contribution of money as described in item 8 of the table contained in section 30-15 of the ITAA97 in relation to a successful bidder at an auction that was a fundraising event,

held for the Objects.

Deductible Gift Recipient means an institution, fund, authority or any other entity that is endorsed as a deductible gift recipient by the Commissioner under Division 30 of the ITAA97 or is a specific listed deductible gift recipient under Division 30 of the ITAA97.

Director means a member of the Board.

Financial Year means each consecutive 12 month period commencing on 1 July and expiring on 30 June in the following calendar year.

General Meeting means a meeting of the Members for the purpose of conducting the business of the Association and includes an Annual General Meeting and a Special General Meeting.

ITAA97 means the *Income Tax Assessment Act 1997* (Cth).

Legal Capacity means, in relation to a person:

(a) not being the subject of a declaration by any board or tribunal constituted under, or having jurisdiction in respect of, an Act of Parliament governing the appointment of guardians and administrators, made on the grounds of disability, infirmity or lack of legal capacity; and

(b) being able to understand the nature or effect of one's own decisions and able to communicate decisions in some way or form.

Member means a person who is an Ordinary Member or Associate Member and the term **Membership** has a corresponding meaning.

Objects means the objects of the Association as set out in rule 3.1.

Ordinary Member means a person admitted to membership of the Association under rule 6.2 and the term **Ordinary Membership** has a corresponding meaning.

Registered Public Benevolent Institution has the meaning contained in section 995-1(1) of the ITAA97.

Register of Members means the register of Members referred to in rule 9.

Reviewer means the reviewer, if any, of the Association appointed under rule 20.

Rules means these rules of the Association.

Special General Meeting means a General Meeting other than an Annual General Meeting.

Special Resolution means a resolution of the Association passed at a General Meeting by not less than 75% of the Ordinary Members entitled to vote, present and voting at the General Meeting, of which written notice has been provided in accordance with rule 17.3.

Subcommittee means a subcommittee of the Board established under rule 15.

2.2 **Interpretation**

In these Rules, unless the context requires otherwise:

(a) a reference to a statute includes its subordinate legislation and a modification, replacement or re-enactment of either;

(b) a reference to a person includes a reference to a company, body corporate, trust, partnership, incorporated association, joint venture, organisation and any other form of entity;

(c) a reference to a Member present at a General Meeting is a reference to a Member present in person, by technology or by proxy;

(d) a reference to a Director present at a Board Meeting is a reference to a Director present in person or by technology;

(e) a reference to writing and written includes printing, electronic documents and other ways of representing or reproducing words in a visible form;

(f) the singular (including defined terms) includes the plural and the plural includes the singular;

(g) the words “includes”, “including” and similar words, are not words of limitation and do not restrict the interpretation of a word or phrase in these Rules;

(h) a word importing any gender includes every other gender;

(i) if the date on which a thing must be done is not a Business Day, then that thing must be done on the next Business Day;

(j) if a period of time runs from a given date, act or event, then the time is calculated exclusive of the date, act or event;

(k) headings are used for convenience only and do not affect the interpretation of these Rules; and

(l) if a word or phrase is defined, other grammatical forms of that word or phrase have a corresponding meaning.

3. Objects and Activities

3.1 **Objects**

The objects of the Association are to:

(a) assist and support people with disabilities;

(b) assist and support the elderly;

(c) assist and support youth who are suffering from mental illness, substance abuse, or who are otherwise in need of relief; and

(d) undertake any other things or activities which are incidental or ancillary to the attainment of the above objects.

3.2 Activities of the Association

The Association must operate solely for the purpose of promoting and advancing the Objects. However, the Association is not required to promote all of the particular Objects at the same time or in any particular order and may, in its absolute discretion, determine the level and amount of promotion, funding or any other support which should be applied to any of the particular Objects at any given time.

4. Powers of the Association

The Association has the powers conferred on it by the Act, including the power to:

(a) acquire, hold, deal with, and dispose of any real or personal property;

(b) open and operate bank accounts;

(c) invest any money of the Association not immediately required upon such terms and conditions as the Board thinks fit;

(d) give such security for the discharge of liabilities incurred by the Association as the Board thinks fit;

(e) appoint agents to transact any business of the Association on its behalf;

(f) enter into any contract it considers necessary or desirable;

(g) appoint, employ and dismiss any staff of the Association as required and on such terms and conditions as the Board sees fit; and

(h) do all such other things as the Board deems to be necessary, incidental or conducive to the attainment of the Objects and the exercise of the above powers.

5. Property and income

5.1 Members not to profit

The property and income of the Association must be applied solely towards the promotion of the Objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those Objects.

5.2 Remuneration

Rule 5.1 does not prevent:

(a) the payment in good faith of remuneration to any Member, officer, employee or agent of the Association or other person in return for services authorised by the Board and rendered to the Association;

(b) the payment of interest at a rate not exceeding the amount charged by the bank for the time being of the Association on overdraft accommodation of the same amount on any money lent by a Member to the Association;

(c) the payment of reasonable and proper rent for premises leased or let by a Member to the Association;

(d) the payment of out of pocket expenses incurred by an authorised Member or other authorised person on behalf of the Association;

(e) the payment of out of pocket expenses incurred by a Director for travel and accommodation in connection with the performance of that Director's functions.

5.3 Remuneration of Directors

(a) Directors may be remunerated for their services to the Association, provided that:

(i) The remuneration is approved or ratified by the Members at a General Meeting by Special Resolution;

(ii) The remuneration is reasonable and reflects the services provided;

(iii) The remuneration complies with the Act, the ACNC Act, the ITAA97, and any other applicable laws;

(iv) The remuneration does not compromise the Association's status as a Registered Public Benevolent Institution or Deductible Gift Recipient;

(v) The remuneration is in accordance with current industry benchmarks in the disability sector; and

(vi) The remuneration is made in accordance with any remuneration policy or guidance issued by the Board.

(b) Any remuneration paid to Directors must be disclosed in the Association's financial statements and presented to Members at the Annual General Meeting.

(c) Directors may also be reimbursed for reasonable out-of-pocket expenses incurred in connection with their duties.

6. Membership

6.1 Classes of Membership

(a) Membership of the Association will consist of:

(i) Ordinary Membership; and

(ii) Associate Membership.

6.2 **Ordinary Membership**

(a) Ordinary Membership of the Association is open to any:

(i) body corporate; or

(ii) person 18 years of age or older who has Legal Capacity and who is not a paid employee of the Association,

who supports the Objects of the Association.

(b) Subject to 6.2(c), an Ordinary Member who ceases to meet the criteria in rule 6.2(a) must notify the Association within 14 days of the change taking effect and ceases to be a Member upon such notification.

(c) An Ordinary Member who ceases to have Legal Capacity automatically:

(i) ceases being an Ordinary Member; and

(ii) becomes an Associate Member.

(d) Ordinary Members are entitled to:

(i) receive notices of, attend and be heard at any General Meeting;

(ii) vote at any General Meeting (one vote only on any given resolution); and

(iii) receive a copy of the annual financial report (if any) of the Association.

6.3 **Associate Membership**

(a) Associate Membership of the Association is open to any person who supports the Objects of the Association and is not eligible to hold Ordinary Membership.

(b) The Board may determine, in its absolute discretion, the rights and restrictions attaching to Associate Membership, provided that such rights:

(i) include the right to receive notices of, attend and be heard at any General Meeting; and

(ii) do not include a right to vote.

6.4 **Applying for Membership**

(a) A person who wishes to become a Member as an Ordinary Member or Associate Member must apply for Membership to the Board in writing, in such form as the Board from time to time directs.

(b) The Board or its delegate must consider each application made under rule 6.4(a) and must accept or reject the application.

(c) The Board is not required to provide reasons as to why a Membership application was rejected.

(d) If a person's Membership application is accepted, the Association must enter that person on the Register of Members within 14 days of its decision.

(e) A person's Membership takes effect when they are entered on the Register of Members.

6.5 **Subscription of Members**

The Association must not charge a subscription fee for membership.

6.6 **Capacity Review and Membership Status**

(a) If the Board reasonably believes that a Member may no longer have Legal Capacity (as defined in these Rules), the Board may initiate a review of the Member's capacity.

(b) The review must be based on objective evidence, including but not limited to medical documentation, a guardianship tribunal order, or other relevant legal advice.

(c) Where it is determined by the Board that a Member no longer has Legal Capacity:

(i) The Member's Ordinary Membership shall be converted to Associate Membership under rule 6.2(c); and

(ii) The Member shall be notified in writing of the change in status, with reasons and an effective date.

(d) A Member affected by this rule 6.6 may request a review of the determination by submitting written representations to the Board within 14 days of receiving the notice.

7. Resignation and cessation of Members

7.1 **Cessation of Membership**

(a) A Member ceases to be a Member, if the Member:

(i) being an individual, dies;

(ii) being a body corporate, is wound up or is or becomes insolvent;

(iii) provides a notice under rule 6.2(b);

(iv) resigns as a Member by giving written notice to the Association; or

(v) is expelled from Membership of the Association under rule 8.

(b) A person's cessation of Membership takes effect from the date of the cessation event referred to in rule 7.1(a).

(c) The Association must remove a person from the Register of Members within 14 days of an event referred to in 7.1(a) occurring.

8. Suspension or Expulsion of Members

8.1 Decision of the Board

(a) The Board may suspend or expel a Member from the Association by ordinary resolution at a Board Meeting, because of:

(i) the Member's failure to comply with these Rules; or

(ii) the Member's conduct which is prejudicial or detrimental to the interests of the Association.

(b) The Board must give a Member who is the subject of a proposed resolution under rule 8.1(a) written notice of the proposed suspension or expulsion, specifying:

(i) the time, date and place of the Board Meeting at which the question of the suspension or expulsion will be considered; and

(ii) particulars of the Member's conduct which is the subject of the notice,

not less than 21 days prior to the date of such Board Meeting.

(c) A Member who is the subject of a proposed resolution under rule 8.1(a) may:

(i) make written representations (of a reasonable length) and provide these to the Association for circulation to the Directors;

(ii) speak to the motion at the relevant Board Meeting; and

(iii) elect to bring a support person, who is not a legal representative, to the relevant Board Meeting.

(d) The Association must give a copy of the representations referred to in rule 8.1(c)(i) to each Director, unless those representations are defamatory.

(e) The Board must decide whether to suspend, expel or decline to suspend or expel the Member at the Board Meeting referred to in rule 8.1(a) and must communicate that decision to the relevant Member as soon as possible after the decision is made.

(f) A Member may be suspended for such period of time as the Board sees fit in its absolute discretion.

(g) Subject to rule 8.2, a decision of the Board to suspend or expel a Member takes effect 14 days after the day on which the decision is communicated to the Member under rule 8.1(e).

8.2 Right of appeal

(a) A Member who is suspended or expelled from Membership under rule 8.1(e) (**Appealing Member**) may appeal the decision, by providing written notice to the Association within 14 days after the day on which the decision to suspend or expel the Appealing Member is communicated to the Appealing Member under rule 8.1(e).

(b) Upon receiving a notice under rule 8.2(a), the Board must give written notice to the Appealing Member, specifying the time, date and place of a General Meeting at which the question of the Appealing Member's suspension or expulsion will be considered by the Members, which must not be more than 90 days after receiving the notice.

(c) The Appealing Member may:

(i) make written representations (of a reasonable length) and provide these to the Association for circulation to the Members;

(ii) speak to the motion at the relevant General Meeting; and

(iii) elect to bring a support person, who is not a legal representative, to the relevant General Meeting.

(d) The Association must give a copy of the representations referred to in rule 8.2(c)(i) to each Member, unless those representations are defamatory.

(e) The Members must at the relevant General Meeting confirm or set aside the decision of the Board to suspend or expel the Appealing Member.

(f) If the Members set aside the decision of the Board to expel the Appealing Member, the Members may determine that the Appealing Member be suspended in the alternative, and must determine the period of the suspension.

(g) An Appealing Member's suspension or expulsion does not take effect unless and until the decision of the Board to suspend or expel the Appealing Member is confirmed or varied, as the case may be, under rule 8.2(e) or 8.2(f).

8.3 Consequences of Suspension

(a) During the period of suspension, the Member loses any rights (including voting rights) arising as a result of Membership.

(b) When a person's Membership is suspended, the Secretary must record in the Register of Members:

(i) that the person's Membership is suspended;

(ii) the date on which the suspension takes effect; and

(iii) the period of the suspension.

(c) When the period of the suspension ends, the Secretary must record in the Register of Members that the person's Membership is no longer suspended.

9. Register of Members

9.1 Maintaining a Register of Members

(a) The Association must maintain a Register of Members in accordance with the Act.

(b) The Register of Members must include each Member's name and:

(i) residential address;

(ii) postal address; or

(iii) email address.

(c) The Register of Members must be kept at a location determined by the Board from time to time.

9.2 **Inspection of the Register of Members**

(a) A Member may request to inspect the Register of Members.

(b) The Association must make the Register of Members available for inspection upon such a request by a Member.

(c) Subject to rules 9.3 and 9.4, a Member inspecting the Register of Members may make a copy of, or take an extract from the Register of Members but is not entitled to remove the Register of Members for that purpose.

9.3 **Copy of the Register of Members**

(a) A Member may make a request in writing to the Board for a copy or extract of the Register of Members.

(b) The Board may require a Member who requests a copy of or extract from the Register of Members to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is directly connected with the affairs of the Association.

9.4 **When using the information in the Register of Members is prohibited**

A Member must not use or disclose the information on the Register of Members:

(a) to gain access to information that a Member has deliberately denied them;

(b) to contact or send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Board; or

(c) for any other purpose, unless the purpose:

(i) is directly connected with the affairs of the Association; or

(ii) is related to the administration of the Act.

10. Board

10.1 **Management of the Association**

(a) The Board is vested with the management of the Association's affairs and the control of the funds and other property of the Association.

(b) The Board may exercise all of the powers of the Association except those which must, under these Rules or the Act, be exercised by the Members at a General Meeting.

(c) If, at any time, the Membership of the Association is less than 6 full voting Members, the Board may act only for the purpose of increasing the number of Members to a number sufficient to meet the minimum requirements of the Act.

(d) The Board must comply with any Board policies, governance rules and codes of conduct as developed by the Board from time to time.

(e) The Board is responsible for the governance and strategic oversight of the Association and must not involve itself in the day-to-day operational management of the Association, which is the responsibility of the Chief Executive Officer of the Association, subject to any delegations or reporting requirements established by the Board from time to time as notified in writing to the Chief Executive Officer of the Association.

10.2 **Composition**

(a) The Board must consist of a minimum of 6 and a maximum of 8 people, having such appropriate experience and skills to assist the Association.

(b) The Board must consist of the following office-bearers:

(i) a Chairperson;

(ii) a Vice-Chairperson;

(iii) a Secretary; and

(iv) a Treasurer.

10.3 **Eligibility**

(a) A person is only eligible for appointment as a Director if that person:

(i) is at least 18 years of age;

(ii) is an Ordinary Member;

(iii) is eligible to serve as a member of a management committee under the requirements of the Act;

(iv) is not disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act; and

(v) meets any additional eligibility criteria, qualification or experience requirements determined by the Board from time to time (if any).

(b) Before being appointed to the Board, the Board may require that a person sign a statutory declaration stating that they meet the eligibility requirements set out in rules 10.3(a)(iv) to 10.3(a)(v).

10.4 **Election of Directors**

(a) Subject to rule 10.3, the Members may elect Directors at an Annual General Meeting.

(b) Subject to rule 10.4(c), the Board may determine the rules which govern the election of Directors.

(c) Candidates must nominate for appointment in writing at least 14 days prior to the date of the Annual General Meeting.

(d) At the Annual General Meeting, if the number of persons nominated for election to Membership of the Board does not exceed the number of vacant positions the Secretary will report accordingly to the chairperson and the chairperson:

(i) must declare those persons to be duly elected as a Director; and

(ii) if any vacant positions remain unfilled after the operation of rule 10.4(d)(i), refer the matter to the Board for appointments to be made under rule 11.3.

(e) If the number of persons nominated for election exceeds the number of vacancies to be filled, the Members must vote, in accordance with procedures that have been determined by the Board, to decide the persons who are to be elected to the Board.

(f) Following an election under rule 10.4(e), the chairperson must declare those successful persons to be duly elected as Directors.

10.5 **Appointment of office-bearers**

(a) At the first Board Meeting after each Annual General Meeting, the Board must appoint Directors to the office-bearer positions identified under rule 10.2(b), each for a term of one year commencing from the date of appointment.

(b) A Director may be reappointed to the same office-bearer position in successive years, but no Director may serve more than three consecutive years in the same office-bearer role, unless the Board resolves otherwise in exceptional circumstances, with reasons to be recorded in the minutes of the meeting.

10.6 **Term of office**

(a) Subject to rules 11.3 and 12.1 a Director holds office until the conclusion of the third Annual General Meeting following their election.

(b) A Director is eligible for re-election.

10.7 **Alternate Directors**

(a) Subject to rule 10.3, a Director may, with the written approval of the other Directors, appoint a person to be an alternate or substitute Director in his or her place during such period as he or she thinks fit.

(b) An alternate Director may exercise any powers that the appointer may exercise and the exercise of any such power by the alternate Director is deemed to be the exercise of the power by the appointer.

(c) The appointment of an alternate Director can be terminated at any time by the appointer notwithstanding that the period of the appointment of the

alternate Director has not expired, and terminates in any event if the appointer's office as a Director is vacated.

(d) An appointment or the termination of an appointment of an alternate Director must be effected by a notice in writing signed by the Director who makes or made the appointment and served on the Association.

11. Board vacancies

11.1 Vacation of position

The position of a Director will be vacated if the holder of that position:

(a) resigns by notice in writing to the Association;

(b) is incapacitated by physical ill health or certified as unfit;

(c) is no longer eligible to be a Director under rule 10.3;

(d) is removed under rule 12; or

(e) is absent for three consecutive Board Meetings, of which he or she has received notice, without a reason which is accepted by the Chairperson.

11.2 Board may act notwithstanding vacancy

The Board may act notwithstanding a vacancy occurring in any position on the Board.

11.3 Filling of vacant positions

The Board may appoint any person who is eligible under rule 10.3 to fill a position on the Board that has become vacant under rule 11.1 or that remains vacant following an Annual General Meeting (including the appointment of an office-bearer) and that person holds office until the next Annual General Meeting following their appointment.

11.4 Returning the books of the Association

Within 14 days of ceasing to be a Director, the outgoing Director must transfer all relevant documents, records and assets of the Association in their possession, custody or control (if any) to the Chairperson, or other Director nominated and authorised by the Board from time to time.

12. Removal of Directors

12.1 Removal by Members

(a) At a General Meeting, the Association may by ordinary resolution:

(i) remove a Director from office, provided that written notice of the proposed removal has been given to the relevant Director; and

(ii) elect a person who is eligible under rule 10.3 to fill the vacant position.

(b) A person elected as a Director under rule 12.1(a)(ii), holds office for the remainder of the term which the Director they replaced would have served.

12.2 **Procedure**

(a) A Director who is the subject of a proposed resolution under rule 12.1 may:

(i) make written representations (of a reasonable length) and provide these to the Association for circulation to the Members;

(ii) speak to the motion at the General Meeting; and

(iii) elect to bring a support person, who is not a legal representative, to the relevant General Meeting.

(b) The Association must give a copy of the representations referred to in rule 12.2(a)(i) to each Member, unless those representations are defamatory.

13. Duties of Secretary and Treasurer

13.1 **Secretary**

The Secretary has the following duties:

(a) co-ordinating the correspondence of the Association;

(b) consulting with the Chairperson regarding the business to be conducted at each Board Meeting and General Meeting;

(c) preparing the notices required for General Meetings and Board Meetings and for the business to be conducted at General Meetings and Board Meetings;

(d) unless another Director is authorised by the Board to do so, maintaining on behalf of the Association the Register of Members, and recording in the Register of Members any changes in the Membership, as required under the Act and these Rules;

(e) maintaining on behalf of the Association an up-to-date copy of these Rules, as required under the Act;

(f) unless another Director is authorised by the Board to do so, maintaining on behalf of the Association a record of the names and address of persons who:

(i) are Directors; and

(ii) are office-bearers.

(g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;

(h) maintaining full and accurate minutes of Board Meetings and General Meetings;

(i) ensuring that Consumer Protection is notified of any changes to the Association's contact details (including its address, address for service and email address) within 28 days after the change, in accordance with Schedule 1(6A) of the Act;

(j) ensuring that any special resolution of the Association to alter these Rules is lodged within one month of passing the resolution, in accordance with Schedule 1 (6A) of the Act; and

(k) carrying out any other duty given to the Secretary under these Rules or by the Board.

13.2 **Treasurer**

The Treasurer has the following duties:

(a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;

(b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;

(c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a General Meeting are made on time;

(d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;

(e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;

(f) coordinating the preparation of the Association's financial statements before their submission to the Annual General Meeting;

(g) providing any assistance required by an Auditor or Reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act; and

(h) ensuring that the Association's annual information statement is prepared and lodged within six months after the end of each Financial Year, in accordance with Schedule 1(6A) of the Act; and

(i) carrying out any other duty given to the Treasurer under these Rules or by the Board.

14. Board Meetings

14.1 **Meetings**

(a) The Board will meet together to conduct the Association's business as often as the Chairperson, or in the Chairperson's absence, the Vice-Chairperson determines, provided that the Board must meet at least once every 3 months.

(b) Subject to these Rules, the Directors present at a Board Meeting must determine the procedure and order of business to be followed at the Board

Meeting.

14.2 **Notice of Board Meetings**

(a) The Secretary or such other person nominated and authorised by the Board is responsible for providing notice of Board Meetings.

(b) The nominated person referred to in rule 14.2(a) must give all Directors not less than 7 days notice of every Board Meeting, except where all of the Directors unanimously consent to shorter notice being given.

14.3 **Quorum**

(a) A quorum of a Board Meeting is 50% of Directors, rounded up to the nearest whole.

(b) If a quorum is not obtained within thirty minutes of the time appointed for the Board Meeting, the Board Meeting will lapse.

14.4 **Chairperson of Board Meetings**

(a) Subject to rule 14.4(b), at every Board Meeting the Chairperson, or in the Chairperson's absence the Vice-Chairperson, will preside as chairperson of the Board Meeting.

(b) In the absence of both the Chairperson and the Vice-Chairperson, the remaining Directors must elect a Director to preside as chairperson.

14.5 **Voting at Board Meetings**

(a) Every Director present at a Board Meeting has a deliberative vote.

(b) Any resolution put forward at a Board Meeting must be passed by a majority of the Directors present and voting at the Board Meeting.

(c) The chairperson has a casting vote, in addition to his or her vote as a Director.

14.6 **Conflict of interest**

(a) A Director who has any material personal interest in a matter being considered at a Board Meeting must:

(i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board;

(ii) not be present while the matter is being considered at the Board Meeting or vote on the matter; and

(iii) disclose the nature and extent of the interest at the next General Meeting.

(b) Rule 14.6(a) does not apply in respect of a material personal interest that:

(i) exists only because the Director is a member of a class of persons for whose benefit the Association is established; or

(ii) the Director has in common with all, or a substantial proportion of, the Members.

14.7 **Validity of acts of the Board**

All acts done at any Board Meeting, or by the Board, will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director or that any Director was disqualified, be valid as if such defect did not in fact exist or such Director was not disqualified, as the case may be.

14.8 **Use of Technology at Board Meeting**

(a) The Association may hold a Board Meeting at 2 or more venues using any technology that gives the Directors entitled to be heard at a Board Meeting, a reasonable opportunity to participate.

(b) The Directors may only withdraw their consent for the use of technology by a resolution of the Board at a Board Meeting.

14.9 **Minutes of Board Meetings**

(a) Subject to rule 14.9(c), the Secretary must cause proper minutes of all proceedings of every Board Meeting to be entered into a minute book within 30 days after the holding of each such Board Meeting.

(b) The minutes referred to under rule 14.9(a) must contain:

(i) the names of all Directors present and those whose apologies for non-attendance were accepted by the Board Meeting;

(ii) details of any material personal interest disclosed by a Director under rule 14.6(a)(i); and

(iii) all resolutions made or passed by the Board at the Board Meeting.

(c) If the Secretary is not present at the Board Meeting, the Board must nominate and authorise a person to be responsible for complying with the requirements set out in rule 14.9(a) in relation to that particular Board Meeting.

(d) The minutes created under rule 14.9(a) when signed by the chairperson will be, until the contrary is proved, evidence that:

(i) the Board Meeting was duly convened and held;

(ii) all proceedings recorded as having taken place at the Board Meeting did in fact take place; and

(iii) all appointments reported to have been made at the Board Meeting have been validly made.

14.10 **Resolutions**

(a) Subject to these Rules and the Act, the Board may pass a circular resolution without a Board Meeting being held.

(b) A circular resolution is passed if all of the Directors entitled to vote on the

resolution sign or otherwise agree to the resolution in the manner set out in rule 14.10(c) or 14.10(d).

(c) Each Director may sign:

(i) a single document setting out the resolution and containing a statement that they agree to the resolution; or

(ii) separate copies of that document, provided that the wording of the resolution is the same in each copy.

(d) The Association may send a circular resolution by electronic means to the Directors and the Directors may agree to the resolution by sending an electronic reply to that effect, including the text of the resolution in their reply.

15. Subcommittees

15.1 Establishment of Subcommittees

The Board may establish Subcommittees to advise the Association on any matter relating to the Association.

15.2 Composition and role of Subcommittee

Unless inconsistent with these Rules, the Board may:

(a) appoint and remove Subcommittee members, or make provision for the appointment and removal of Subcommittee members;

(b) specify that the Subcommittee consists of a single individual or a number of individuals;

(c) determine the functions of any Subcommittee; and

(d) determine the remuneration (if any) of any Subcommittee members.

15.3 Subcommittee Decisions

(a) If the Board establishes a Subcommittee for a particular matter then the Board must obtain the opinion of that Subcommittee before the Board makes any decision on that matter.

(b) The opinion or decisions of a Subcommittee are recommendations only and do not bind the Board in any way.

15.4 Subcommittee Rules

The Board may make and amend rules for each Subcommittee.

16. Chief Executive Officer

16.1 Appointment

The Board shall appoint a Chief Executive Officer who shall be responsible for the day to day management of the business and affairs of the Association and shall have

the powers and undertake the responsibilities as determined and in the manner determined, from time to time by the Board.

16.2 **Terms of Appointment**

The Chief Executive Officer shall be remunerated in such manner and in such amount as the Board shall from time to time determine.

16.3 **Role and Accountability**

(a) The Chief Executive Officer is responsible for the day-to-day operations, administration, and management of the Association by the strategy, policies, and delegations determined by the Board.

(b) The Chief Executive Officer must act by any lawful resolutions of the Board and regularly report to the Board on the performance of the Association.

(c) The Chief Executive Officer must not exceed the powers or functions delegated to them by the Board and must ensure decisions made under delegation are consistent with the Association's Objects and governance obligations.

17. General Meetings

17.1 **Annual General Meetings and Special General Meetings**

The Board:

(a) must convene an Annual General Meeting of the Association within the period required by the Act;

(b) may at any time convene a Special General Meeting of the Association; and

(c) must give notice under rule 17.3 to convene a Special General Meeting of the Association, for the purpose which will be specified in the request, within 30 days of receiving a written request to do so signed by not less than 20% of the Ordinary Members (**Percentage**), unless this Percentage is greater than the prescribed percentage under the Act, in which case the prescribed percentage under the Act will apply.

17.2 **Rights of Members convening Special General Meeting**

When a Special General Meeting is convened under rule 17.1(c):

(a) the Board must:

(i) provide notice to all Members of the Special General Meeting in accordance with rule 17.3; or

(ii) ensure that the Ordinary Members convening the Special General Meeting are supplied with the Register of Members in accordance with rule 9 for the purpose of convening the Special General Meeting; and

(b) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

17.3 **Notice of General Meeting**

A notice of every General Meeting must:

(a) be given to all Members and the Auditor or Reviewer (if any) at least 14 days prior to the date of the General Meeting, except in the case of a General Meeting at which a Special Resolution is to be considered, in which case at least 21 days notice must be given;

(b) state the time, date and place of the General Meeting and the particulars of the business to be transacted at the General Meeting, including (where applicable), the wording of any proposed Special Resolutions, and the order in which the business is to be transacted;

(c) state that Members may appoint another Member as a proxy for the General Meeting and include a copy of any form that the Board has approved for the appointment of a proxy;

(d) contain details of the Association's voting procedures, including how to vote by post, electronic transmission, and proxy; and

(e) be delivered by hand, sent by prepaid post or sent by electronic transmission to every Member in accordance with each Member's contact details appearing in the Register of Members in accordance with rule 9.

17.4 **Quorum**

(a) A quorum of a General Meeting is 10% of Ordinary Members or 15 Members, whichever is fewer, and provided that a majority of the quorum of a General Meeting are not Directors.

(b) If a quorum is not obtained within thirty minutes of the time appointed for the General Meeting:

(i) in the case of a meeting convened pursuant to rule 17.1(c), the General Meeting will lapse; and

(ii) in the case of any other General Meeting, the General Meeting will be adjourned to a date and time as determined by the Board.

(c) There will be no business transacted at any adjourned General Meeting other than the business left unfinished at the original meeting.

(d) When a General Meeting is adjourned for 30 days or more, fresh notice must be given in accordance with rule 17.3.

17.5 **Chairperson of General Meetings**

(a) Subject to rule 17.5(b), at every General Meeting the Chairperson, or in the Chairperson's absence the Vice-Chairperson, will preside as chairperson of the General Meeting.

(b) In the absence of both the Chairperson and the Vice-Chairperson, the Ordinary Members must elect a Director to preside as chairperson.

(c) The chairperson may:

(i) with the consent of the General Meeting, adjourn any General Meeting

from time to time and from place to place; and

(ii) impose reasonable time limits on the speakers on any motion.

17.6 **Voting at General Meetings**

(a) Every Ordinary Member present at a General Meeting has a deliberative vote.

(b) Associate Members present at a General Meeting do not have a vote.

(c) Unless otherwise provided in these Rules or the Act, any resolution at a General Meeting will be carried by a simple majority of the Ordinary Members present on a show of hands.

(d) The chairperson has a casting vote, in addition to his or her vote as a Member.

(e) At any General Meeting, a declaration by the chairperson that a resolution has been carried and an entry to that effect in the minute book of the proceedings of the Association under rule 17.13, is conclusive evidence of the fact unless, during the General Meeting at which the resolution is considered, a poll is demanded in accordance with rule 17.6(f).

(f) At a General Meeting, a poll may be demanded by the chairperson or by three or more Ordinary Members present and, if so demanded, must be taken in such manner as the chairperson directs.

(g) If a poll is demanded and taken under rule 17.6(f), a declaration by the chairperson of the result of the poll is evidence of the matter so declared.

17.7 **Body Corporate Representative**

(a) A Member who is a body corporate may appoint an individual to represent it and that person has all the powers of Membership at General Meetings, in the capacity of a Member's proxy.

(b) The appointment may be a standing one. If the appointment applies to a particular position within the body corporate, the appointment must identify that position.

(c) An appointment may set out restrictions on the representative's powers.

(d) A body corporate may appoint more than 1 representative but only 1 representative may exercise the body's powers at any one time.

17.8 **Proxies**

(a) An Ordinary Member may appoint an individual who is an Ordinary Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.

(b) The appointment of a proxy must be in writing and signed by the Member making the appointment.

(c) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

(d) If no instructions are given to the proxy, the proxy may vote as the proxy sees fit.

(e) If the Board has approved a form for the appointment of a proxy, the appointing Member must use that form.

(f) A form appointing a proxy is of no effect unless it is received by the Association before the commencement of the General Meeting for which the proxy is appointed.

17.9 **Auditor or Reviewer's Right to be Heard**

The Auditor or Reviewer (if any) is entitled to attend and be heard at a General Meeting on any part of the business of that meeting that concerns the Auditor or Reviewer (if any) in their professional capacity.

17.10 **Use of Technology at General Meeting**

(a) The Association may hold a General Meeting at 2 or more venues using any technology that gives the Members entitled to be heard at a General Meeting, a reasonable opportunity to participate.

(b) The Members may only withdraw their consent for the use of technology by a resolution of the Association at a General Meeting.

17.11 **Postponing or Cancelling a Meeting**

(a) Subject to rule 17.11(b), the Board may change the venue for, postpone or cancel a General Meeting at its own discretion.

(b) If a Special General Meeting is called under rule 17.1(c), the Board must not cancel it without the consent of the relevant Members.

17.12 **Annual General Meeting**

Every Annual General Meeting must consider the following business in the following order:

(a) the confirmation and amendment (if necessary) of the minutes of the previous Annual General Meeting;

(b) the disclosure of the nature and extent of all material personal interests required to be disclosed under rule 14.6(a) (if any);

(c) the consideration of the financial accounts of the Association and reports of the Board; and

(d) any other business specified in the notice convening the Annual General Meeting.

17.13 **Minutes of General Meetings**

(a) The Secretary, or such other person nominated and authorised by the Board, must cause proper minutes of all proceedings of every General Meeting to be entered into a minute book within 30 days after the holding of each such General Meeting.

(b) The minutes referred to under rule 17.13(a) must record:

(i) the names of all Members who attended the meeting;

(ii) any proxy forms validly received in accordance with rule 17.8;

(iii) details of any material personal interest disclosed by a Director at the General Meeting; and

(iv) all resolutions passed by the General Meeting.

(c) The minutes created under rule 17.13(a) when signed by the chairperson of the General Meeting are, until the contrary is proved, evidence that:

(i) the General Meeting was duly convened and held;

(ii) all proceedings recorded as having taken place at the General Meeting did in fact take place; and

(iii) all appointments reported to have been made at the General Meeting have been validly made.

18. Dispute resolution

(a) The dispute resolution procedure set out in this rule 18 applies to disputes arising under or in relation to these Rules between:

(i) a Member and another Member; and

(ii) a Member and the Association.

(b) The parties to a dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, arrange to hold a meeting in the presence of a registered mediator.

(d) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(e) The mediator, in conducting the mediation, must:

(i) give the parties to the mediation process every opportunity to be heard;

(ii) allow due consideration by all parties of any written statement submitted by any party; and

(iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(f) The mediator must not determine the dispute.

(g) The mediation must be confidential and without prejudice.

(h) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

19. Indemnity

19.1 Members bound by Rules and decisions of Board

(a) Every Member agrees to comply with these Rules.

(b) Every Member is bound by the decisions of the Board.

19.2 Directors not liable

No Director is liable for the acts of any other Director, or for any loss or damage or expense suffered or incurred by the Association, unless the same is caused by the Director's own wilful act, wilful neglect or wilful default.

19.3 Indemnification of the Directors

Each Director is indemnified out of the funds of the Association against any losses, costs or expenses incurred by the Director in the discharge of the Director's duties, except where such losses, costs and expenses are incurred by the Director's own wilful act, wilful neglect or wilful default.

20. Auditor or Reviewer

(a) The Association must have its financial report for each Financial Year audited or reviewed in accordance with the provisions of the Act.

(b) The Association must appoint an auditor or reviewer, as the case may be, in accordance with the provisions of the Act.

21. Inspection of records and documents of the Association

In accordance with the requirements of the Act, a Member may inspect:

(a) these Rules;

(b) the Register of Members in accordance with rule 9.2; and

(c) the record of Directors in accordance with rule 13.1(f).

22. Notices

22.1 Service on Members or Directors

(a) A notice under these Rules is deemed to be properly served if the notice is addressed and delivered to the Member in person, by pre-paid post or by email as per the details contained in the Register of Members.

(b) The non-receipt of, or the omission to send to any Member or Director, any notice or other document required to be sent to a Member under these Rules does not invalidate any General Meeting or Board Meeting.

22.2 **Service on the Association**

A notice may be served on the Association by either email, post or personal delivery to the Secretary or Chairperson.

22.3 **Time for service of notice**

A notice is deemed to have been received by a Member or other person if:

(a) personally delivered, on the day of delivery;

(b) served by pre-paid post, on the day following that upon which it is posted;

(c) if sent electronically, on the date that the electronic communication was sent,

but if the communication is taken to be received on a day that is not a Business Day or after 5.00pm, it is taken to be received at 9.00am on the next Business Day.

23. Executing documents

(a) The Association may execute a document if the document is signed by:

(i) 2 Directors; or

(ii) 1 Director and a person authorised by the Board.

(b) The Association does not have a common seal.

24. Winding up of the Association or cancellation of incorporation

24.1 **Resolution**

The Association may, by Special Resolution, resolve that its incorporation under the Act be cancelled, or that it be voluntarily wound up.

24.2 **Distribution of surplus property**

(a) If, upon the cancellation of the incorporation or winding up of the Association, there remains, after satisfaction of all its debts and liabilities, any assets whatsoever, the same must not be paid to or distributed among the Members or Directors of the Association but must be transferred to one or more institutions, funds or authorities of the type set out in the Act which:

(i) has objects similar to the Objects;

(ii) is a Registered Public Benevolent Institution;

(iii) is a Deductible Gift Recipient; and

(iv) prohibits distribution of its income and property among its members and directors (or other controlling body) to an extent at least as great as is imposed on the Association by rule 5.1.

(b) If, upon the revocation of the Association's endorsement as a Deductible Gift Recipient, there remains, after satisfaction of all its debts and liabilities, any gifts, Contributions or money received because of such gifts or

Contributions, the same must not be paid to or distributed among the Members or Directors of the Association, but must be transferred to one or more institutions, funds or authorities of the type set out in the Act which:

(i) has a charitable purpose similar to, or inclusive of, the Objects of the Association;

(ii) is a Registered Public Benevolent Institution;

(iii) is a Deductible Gift Recipient; and

(iv) prohibits distribution of its income and property among its members and directors (or other controlling body) to an extent at least as great as is imposed on the Association by rule 5.1.

(c) The identity of the institutions, funds or authorities referred to in rules 24.2(a) and 24.2(b) must be decided by the Ordinary Members by Special Resolution.

(d) Where gifts to an institution, fund or authority are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the ITAA97 are satisfied, a transfer under this rule must be made in accordance with those conditions.

25. Rules of the Association

(a) The Association may, by Special Resolution, resolve to amend these Rules.

(b) All previous acts and appointments legal and valid under these Rules, prior to the amendment or repeal of these Rules or under the former Rules (subject to any later rules), will remain legal and valid.

(c) Any amendment or repeal of these Rules or any new rules only has force or effect as set out under the Act.